

## EXHIBIT W

Message

Page 1 of 1

REDACTED

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**From:** Rich Tilton [RichT@usstock.com]  
**Sent:** Wednesday, August 01, 2007 2:44 PM  
**To:** David Katzoff  
**Cc:** Kumararatne, Rushika  
**Subject:** RE: Local.com stock issuance  
**Attachments:** LOCM Certificates.PDF

Please see attached.

Rich Tilton  
U. S. Stock Transfer  
1745 Gardena Ave  
Glendale, CA 91204  
Voice: (818) 502-1404 Ext 144  
Fax: (818) 502-0674

-----Original Message-----

**From:** David Katzoff [mailto:dkatzoff@local.com]  
**Sent:** Wednesday, August 01, 2007 1:45 PM  
**To:** Rich Tilton  
**Cc:** Kumararatne, Rushika  
**Subject:** Local.com stock issuance

We have received payment for the common shares referenced in our issuance letter dated August 1, 2007.

You may release the certificates.

David J. Katzoff  
Local.com Corporation  
Direct dial (office): 949-789-5297  
Mobile: 714-227-1338

Exhibit  
No.

5

5-15-08

*[Handwritten signature]*



FINK & CARNEY  
CERTIFIED STENOGRAPHIC REPORTERS  
39 West 37th Street, 6th Floor NYC 10018 (212) 669-1500

3/24/2008

LCL 000032



THIS CERTIFICATE IS RESTRICTED FROM  
TRANSFER AS INDICATED ON REVERSE SIDE.

COMMON STOCK

NUMBER  
LOCM 1033

Local.com™

COMMON STOCK

SHARES  
-583467-

INCORPORATED UNDER THE LAWS OF  
THE STATE OF DELAWARE

LOCAL.COM CORPORATION

CUSIP 53954R 10 5  
SEE REVERSE FOR CERTAIN DEFINITIONS

THIS CERTIFIES THAT -HUDSON BAY FUND LP-

is the record holder of

SHARES 583467

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK, \$0.00001 PAR VALUE PER SHARE, OF

LOCAL.COM CORPORATION

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

DATED: AUG 01 2007

*Douglas S. Noveck*

CHIEF FINANCIAL OFFICER AND SECRETARY



*[Handwritten Signature]*

CHIEF EXECUTIVE OFFICER AND CHAIRMAN

AUTHORIZED SIGNATURE

COUNTERSIGNED AND REGISTERED:  
BY: U.S. STOCK TRANSFER CORPORATION  
TRANSFER AGENT AND REGISTRAR

THOMSON GREG & SONS

LCL

000033



THIS CERTIFICATE IS RESTRICTED FROM  
TRANSFER AS INDICATED ON REVERSE SIDE.

COMMON STOCK

NUMBER  
LOCM1034

Local.com™

COMMON STOCK

SHARES  
-773433-

INCORPORATED UNDER THE LAWS OF  
THE STATE OF DELAWARE

LOCAL.COM CORPORATION

CUSIP 53954R 10 5  
SEE REVERSE FOR CERTAIN DEFINITIONS

THIS CERTIFIES THAT

-HUDSON BAY OVERSEAS FUND LTD-

SHARES 773433 1/4

is the record holder of

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK, \$0.00001 PAR VALUE PER SHARE, OF

LOCAL.COM CORPORATION

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

DATED: AUG 01 2007

*Douglas S. Norem*

CHIEF FINANCIAL OFFICER AND SECRETARY



*[Signature]*

CHIEF EXECUTIVE OFFICER AND CHAIRMAN

AUTHORIZED SIGNATURE

BY

COUNTERSIGNED AND REGISTERED:  
U.S. STOCK TRANSFER CORPORATION  
TRANSFER AGENT AND REGISTRAR

THOMAS GRIFF & SONS

LCL

000034



"THIS CERTIFICATE IS RESTRICTED FROM  
TRANSFER AS INDICATED ON REVERSE SIDE."

COMMON STOCK

NUMBER

LOCM 1035

Local.com™

COMMON STOCK

SHARES

-850000-

INCORPORATED UNDER THE LAWS OF  
THE STATE OF DELAWARE

LOCAL.COM CORPORATION

CUSIP 53954R 10 5  
SEE REVERSE FOR CERTAIN DEFINITIONS

THIS CERTIFIES THAT

-ENABLE GROWTH PARTNERS LP-

SHARES 850000

is the record holder of

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK, \$0.00001 PAR VALUE PER SHARE, OF

LOCAL.COM CORPORATION

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

DATED: AUG 01 2007

*Douglas S. Norem*

CHIEF FINANCIAL OFFICER AND SECRETARY



*[Signature]*

CHIEF EXECUTIVE OFFICER AND CHAIRMAN

AUTHORIZED SIGNATURE

BY:

COUNTERSIGNED AND REGISTERED:  
U.S. STOCK TRANSFER CORPORATION  
TRANSFER AGENT AND REGISTRAR

THOMAS GREG & SONS

LCL

000035





LCL

0000036



THIS CERTIFICATE IS RESTRICTED FROM  
TRANSFER AS INDICATED ON REVERSE SIDE.

COMMON STOCK

NUMBER  
LOCM 1037

**Local.com™**

COMMON STOCK

SHARES  
50000-

INCORPORATED UNDER THE LAWS OF  
THE STATE OF DELAWARE

LOCAL.COM CORPORATION

CUSIP 53954R 10 5  
SEE REVERSE FOR CERTAIN DEFINITIONS

THIS CERTIFIES THAT -PIERCE DIVERSIFIED STRATEGY MASTER FUND LLC ENA-

is the record holder of -FIFTY THOUSAND-

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK, \$0.00001 PAR VALUE PER SHARE, OF

LOCAL.COM CORPORATION

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly  
endorsed. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

DATED: AUG 01 2007

*Douglas S. Nam*  
CHIEF FINANCIAL OFFICER AND SECRETARY

*[Signature]*  
CHIEF EXECUTIVE OFFICER AND CHAIRMAN

SEAL  
LOCAL.COM CORPORATION  
1999  
DELAWARE

AUTHORIZED SIGNATURE

BY: COUNTERSIGNED AND REGISTERED:  
U.S. STOCK TRANSFER CORPORATION  
TRANSFER AGENT AND REGISTRAR

LCL 000037